

JUL 7 1975 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of June 1, 1975, between EXCHANGE NATIONAL BANK OF CHICAGO (hereinafter called the Lessor), as Trustee under a Trust Agreement dated as of March 15, 1975, with General Electric Credit Corporation (hereinafter called the Beneficiary) and NORTH AMERICAN CAR CORPORATION (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee have entered into a Lease of Equipment dated as of March 15, 1975 (hereinafter called the Lease);

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 9, 1975, at 10:55 a.m., and was assigned recordation number 7946-B;

WHEREAS the parties hereto now desire to amend the Lease;

WHEREAS American National Bank and Trust Company of Chicago, as assignee under an Assignment of Lease and Agreement dated as of March 15, 1975, has given its consent to this Amendment Agreement as evidenced by its consent attached hereto; and

WHEREAS the Beneficiary authorizes and instructs the Lessor to execute this Amendment Agreement as evidenced by its instruction attached hereto.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Lease is hereby amended as follows:

The schedule of Group D Units set forth in the second paragraph of § 7 of the Lease is hereby deleted and restated in its entirety as set forth in Schedule A hereto.

2. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument, and shall be effective as of March 15, 1975.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

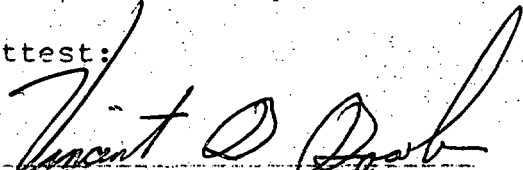
EXCHANGE NATIONAL BANK OF CHICAGO,  
as Trustee,

by

  
Vice President

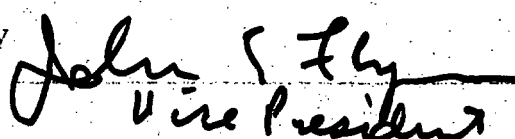
[Corporate Seal]

Attest:

  
Assistant Trust Officer

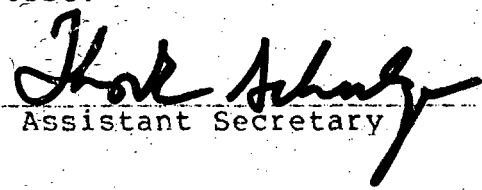
NORTH AMERICAN CAR CORPORATION,

by

  
Vice President

[Corporate Seal]

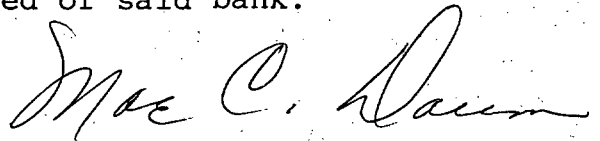
Attest:

  
Assistant Secretary

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this 26 day of June 1975, before me  
personally appeared MICHAEL D. GOODMAN to me personally  
known, who, being by me duly sworn, says that he is <sup>vice President</sup>

of EXCHANGE NATIONAL BANK OF CHICAGO, that one of the  
seals affixed to the foregoing instrument is the corporate  
seal of said bank, that said instrument was signed and sealed  
on behalf of said bank by authority of its Board of Directors  
and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said bank.



\_\_\_\_\_  
Notary Public

My Commission expires

4-27-78

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this 26<sup>th</sup> day of June 1975, before me personally appeared John E. Llynn, to me personally knowm, who, being by me duly sworn, says that he is Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Alice R. Noble  
Notary Public

My Commission expires 3/16/79

INSTRUCTION OF BENEFICIARY TO TRUSTEE

Exchange National Bank of Chicago  
130 South LaSalle Street  
Chicago, Illinois 60690

Attention of Trust Department

Dear Sirs:

Reference to made to a Trust Agreement dated as of March 15, 1975, between the undersigned and you, as Trustee (the Trust Agreement). We instruct you to enter into an Amendment Agreement dated as of June 1, 1975, to the Lease (as defined in the Trust Agreement) in the form to which this instruction is attached.

Very truly yours,

GENERAL ELECTRIC CREDIT CORPORATION

by

Title: Manager-Transportation

Date: JUN 24 1975

[Corporate Seal]

Attest:

*Richard R. Liskun*

ATTESTING SECRETARY

WRITTEN CONSENT

American National Bank and Trust Company of Chicago,  
as assignee under an Assignment of Lease and Agreement dated  
as of March 15, 1975, hereby gives its written consent to  
the Amendment Agreement dated as of June 1, 1975, between  
Exchange National Bank of Chicago, as Trustee, and North  
American Car Corporation with respect to the Lease (as defined  
in said Amendment Agreement), in the form to which this Consent  
is attached.

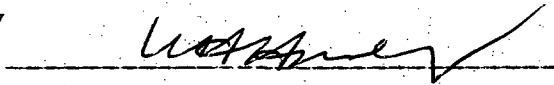
AMERICAN NATIONAL BANK AND TRUST  
COMPANY OF CHICAGO,  
as Agent,

[Corporate Seal]

Attest:

  
\_\_\_\_\_  
ASSISTANT SECRETARY

by

  
\_\_\_\_\_  
Title: Second VICE PRESIDENT

Date: 6-26-75

SCHEDULE A  
GROUP D UNITS

<u>Date</u>	<u>Percentage</u>
Closing Date	103.2017
January 1, 1976	103.4935
July 1, 1976	104.3695
January 1, 1977	104.8075
July 1, 1977	105.0315
January 1, 1978	105.1435
July 1, 1978	105.1956
January 1, 1979	105.2196
July 1, 1979	98.0369
January 1, 1980	97.6584
July 1, 1980	97.0818
January 1, 1981	96.3123
July 1, 1981	88.6855
January 1, 1982	87.5748
July 1, 1982	86.3256
January 1, 1983	84.9410
July 1, 1983	76.1044
January 1, 1984	74.3230
July 1, 1984	72.4138
January 1, 1985	70.3776
July 1, 1985	68.2170
January 1, 1986	65.9329
July 1, 1986	63.5276
January 1, 1987	61.0019
July 1, 1987	58.3581
January 1, 1988	55.5941
July 1, 1988	52.7135
January 1, 1989	49.7184
July 1, 1989	46.6039
January 1, 1990	43.3650
July 1, 1990	39.9964
January 1, 1991	36.4924
July 1, 1991	32.8471
January 1, 1992	29.0543
July 1, 1992	25.1075
January 1, 1993	20.0000
July 1, 1993	19.6540
January 1, 1994	19.2079
July 1, 1994	18.6620
January 1, 1995	18.0159
July 1, 1995	17.2698
January 1, 1996 and thereafter	16.0399